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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM D

Washington, DC 106

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMB	Approval
OMB Number:	3235-0076
Expires:	April 30, 2008
Estimated average but	rden ,
hours per response	. j

SEC I	7	
Prefix	Serial	7
		<u>.</u>
DATE R	ECEIVED	
1	1	:

	,	·			
Name of Offering (check if this is an amendment and name has changed, and indic	ite change.)				
An offering of limited partnership interests	_	•			
	Rule 506	□ ULOE			
Type of Filing: New Filing Amendment					
A. BASIC IDENTIFIC	ATION DATA				
Enter the information requested about the issuer		1			
Name of Issuer (check if this is an amendment and name has changed, and ir	licate change.)				
Evergreen Private Investment Funds-Hedged Equities, Super Accr	dited, L.P.				
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number	(Including Area Code)			
401 S. Tryon Street, Charlotte, North Carolina 28288	(704) 383-1484				
Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)					
(if different from Executive Offices)					
Brief Description of Business		•			
Fund of Funds/Investments					
Type of Business Organization		,			
corporation imited partnership, already		pecify):			
business trust limited partnership, to be for					
Mor					
Actual or Estimated Date of Incorporation or Organization: 1.		ual Estimated			
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State; DE					
CN for Canada; FN for other	oreign jurisdiction)				
GENERAL INSTRUCTIONS		• •			
Federal:		;			
Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or	Section 4(6), 17 CFR 230 501 et seq or 15 U.S C	77d(6)			
When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A	otice is deemed filed with the U.S. Securities and i	Exchange Commission (SEC) on the earlier of			

the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy, or bear

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Pari C, and any material changes from the information previously supplied in Parts A and B Part E and the Appendix need not be filed with the SEC

Filing Fee: There is no federal filing fee

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure To file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

> PROCESSED JUN 042008 E **THOMSON REUTERS**

A. BASIC IDENTIFICATION DATA							
2. Enter the information requested for the following:							
• Each promoter of the issuer, if the issuer has been organized within the past five years;							
 Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; 							
 Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and 							
Each general and managing partner of partnership issuers Check Roy(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Check Roy(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner							
Check Don(e), that Apply							
Full Name (Last name first, if individual)							
Wachovia Alternative Strategies, Inc. Business or Residence Address (Number and Street, City, State, Zip Code)							
401 S. Tryon Street, Charlotte, North Carolina 28288							
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual)							
Ballantine, Jacqueline A.							
Business or Residence Address (Number and Street, City, State, Zip Code)							
123 South Broad Street, Philadelphia, PA 19109 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner							
Check Box (60) state 142.							
Full Name (Last name first, if individual)							
Bowker, Jane O.							
Business or Residence Address (Number and Street, City, State, Zip Code)							
c/o Evergreen Investment Management Company, LLC, 200 Berkeley Street, Boston, Massachusetts 02116							
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner							
Full Name (Last name first, if individual)							
Coltrin, Robert							
Business or Residence Address (Number and Street, City, State, Zip Code)							
c/o Wachovia Alternative Strategies, Inc., 401 S. Tryon Street, Charlotte, North Carolina 28288							
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner							
Full Name (Last name first, if individual)							
Curry, Barbara R.							
Business or Residence Address (Number and Street, City, State, Zip Code)							
201 S. College Street, Charlotte, North Carolina 28282							
Check Box(es) that Apply:							
Full Name (Last name first, if individual)							
DeBerry, Jerry W.							
Business or Residence Address (Number and Street, City, State, Zip Code)							
c/o Wachovia Alternative Strategies, Inc., 301 S. Tryon Street, Charlotte, North Carolina 28288							
Check Box(es) that Apply:							
Full Name (Last name first, if individual)							
Ernhart, Danielle Beth							
Business or Residence Address (Number and Street, City, State, Zip Code)							
c/o Wachovia Alternative Strategies, Inc., 401 S. Tryon Street, Charlotte, North Carolina 28288							

A. BASIC IDENTIFICATION DATA							
2. Enter the information requested for the following:							
Each promoter of the issuer, if the issuer has been organized within the past five years; The instance of the issuer o							
 Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; 							
Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and							
Each general and managing partner of partnership issuers							
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner							
Full Name (Last name first, if individual)							
Griesser, Mary L. Business or Residence Address (Number and Street, City, State, Zip Code)							
c/o Wachovia Alternative Strategies, Inc., 401 S. Tryon Street, Charlotte, North Carolina 28288							
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner							
Full Name (Last name first, if individual)							
Ferro, Dennis H.							
Business or Residence Address (Number and Street, City, State, Zip Code)							
c/o Wachovia Alternative Strategies, Inc., 401 S. Tryon Street, Charlotte, North Carolina 28288							
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner							
Full Name (Last name first, if individual)							
Koonce, Michael H.							
Business or Residence Address (Number and Street, City, State, Zip Code)							
c/o Evergreen Investment Management Company, LLC, 200 Berkeley Street, Boston, Massachusetts 02116							
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner							
Full Name (Last name first, if individual)							
Kumar, Anil							
Business or Residence Address (Number and Street, City, State, Zip Code)							
c/o Wachovia Alternative Strategies, Inc., 401 S. Tryon Street, Charlotte, North Carolina 28288							
Check Box(es) that Apply:							
Full Name (Last name first, if individual)							
Lapple, Barbara A.							
Business or Residence Address (Number and Street, City, State, Zip Code)							
c/o Wachovia Alternative Strategies, Inc., 401 S. Tryon Street, Charlotte, North Carolina 28288							
Check Box(es) that Apply:							
Full Name (Last name first, if individual)							
Lipsett, Lloyd							
Business or Residence Address (Number and Street, City, State, Zip Code)							
c/o Wachovia Alternative Strategies, Inc., 401 S. Tryon Street, Charlotte, North Carolina 28288							
Check Box(es) that Apply:							
Full Name (Last name first, if individual)							
Mazitova, Natalia							
Business or Residence Address (Number and Street, City, State, Zip Code)							
c/o Wachovia Alternative Strategies, Inc., 401 S. Tryon Street, Charlotte, North Carolina 28288							

A. BASIC IDENTIFICATION DATA							
2. Enter the information requested for the following:							
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issuer;							
 Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and 							
Each general and managing partner of partnership issuers Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner							
Cities Bodies, manager,							
Full Name (Last name first, if individual) Moss, Matthew C.							
Business or Residence Address (Number and Street, City, State, Zip Code)							
c/o Wachovia Alternative Strategies, Inc., 401 S. Tryon Street, Charlotte, North Carolina 28288							
Check Box(es) that Apply:							
Full Name (Last name first, if individual)							
Mullis, Carol R.							
Business or Residence Address (Number and Street, City, State, Zip Code)							
c/o Wachovia Alternative Strategies, Inc., 301 S. Tryon Street, Charlotte, North Carolina 28288							
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner							
Full Name (Last name first, if individual)							
Munn, W. Douglas							
Business or Residence Address (Number and Street, City, State, Zip Code)							
c/o Evergreen Investment Management Company, LLC, 200 Berkeley Street, Boston, Massachusetts 02116							
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner							
Full Name (Last name first, if individual)							
Nakano, Yukari							
Business or Residence Address (Number and Street, City, State, Zip Code)							
c/o Evergreen Investment Management Company, LLC, 200 Berkeley Street, Boston, Massachusetts 02116							
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner							
Full Name (Last name first, if individual)							
Nicolosi, Sean							
Business or Residence Address (Number and Street, City, State, Zip Code)							
c/o Evergreen Investment Management Company, LLC, 200 Berkeley Street, Boston, Massachusetts 02116							
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner							
Full Name (Last name first, if individual)							
Ouellette, Kevin J.							
Business or Residence Address (Number and Street, City, State, Zip Code)							
c/o Evergreen Investment Management Company, LLC, 200 Berkeley Street, Boston, Massachusetts 02116							
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner							
Full Name (Last name first, if individual)							
Patel, Sheelpa							
Business or Residence Address (Number and Street, City, State, Zip Code)							
c/o Wachovia Alternative Strategies, Inc., 401 S. Tryon Street, Charlotte, North Carolina 28288							

A. BASIC IDENTIFICATION DATA
2. Enter the information requested for the following:
Each promoter of the issuer, if the issuer has been organized within the past five years;
 Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
Each general and managing partner of partnership issuers
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual)
Patterson, Britta Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Wachovia Alternative Strategies, Inc., 401 S. Tryon Street, Charlotte, North Carolina 28288
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual)
Schwartz, William H.
Business or Residence Address (Number and Street, City, State, Zip Code)
123 South Broad Street, Philadelphia, PA 19109
Check Box(es) that Apply: Promoter Beneficial Owner 🗵 Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual)
Sweetman, James W.
Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Wachovia Alternative Strategies, Inc., 401 S. Tryon Street, Charlotte, North Carolina 28288
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual)
Taback, Adam I.
Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Wachovia Alternative Strategies, Inc., 401 S. Tryon Street, Charlotte, North Carolina 28288
Check Box(es) that Apply:
Full Name (Last name first, if individual)
Veverka, Brian
Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Wachovia Alternative Strategies, Inc., 401 S. Tryon Street, Charlotte, North Carolina 28288
Check Box(es) that Apply:
Full Name (Last name first, if individual)
Business or Residence Address (Number and Street, City, State, Zip Code)
Check Box(es) that Apply:
Full Name (Last name first, if individual)
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Business or Residence Address (Number and Street, City, State, Zip Code)
Dualiness of treatening (transparance and entary ent) and a many

B. INFORMATION ABOUT OFFERING									
	b. Informa	TON ADO	JOI OIT	LIGITO					<u> </u>
1.	Has the issuer sold or does the issuer intend to sell, to non-acc	credited inve	estors in thi	s offering?	ı		es]	No ⊠	,
	Answer also in Appendix, Column 2, if filing under ULOE								;
2.	16					5	250,000) *	
	*May be waived								1
3.	Does the offering permit joint ownership of a single unit?							Yes	No ·
٠.	Dott the vitaling pathway a war a							\boxtimes	
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only									
	II Name (Last name first, if individual)								1
	achovia Bank, N.A.					·····			
	isiness or Residence Address (Number and Street, City, State, Zip Co	ode)							
	11 South Tryon Street								- :
,	harlotte, North Carolina 28202								
	ates in Which Person Listed Has Solicited or Intends to Solicit Purch	asers				•			
	heck "All States" or check individual States)							☐ All St	ates '
1	AL	/ (MD) (NC)	✓ [DC] ✓ [MA] ✓ [ND] ✓ [WA]	✓ [FL] ✓ [M] ✓ [OH] ✓ [WV]	✓ [GA] ✓ [MN] ✓ [OK] ✓ [WI]	✓ [HI] ✓ [MS] ✓ [OR] ✓ [WY]	✓ [<u>ID</u> ✓ [MG [PA ✓ [PR	<u>O</u>]	
	ıll Name (Last name first, if individual)								
	/achovia Securities, LLC	- 1-1							<u> </u>
	usiness or Residence Address (Number and Street, City, State, Zip C	ode)							
	D1 East Byrd Street, WS 1042 ame of Associated Broker or Dealer								
	ichmond, VA 23219								,
	ates in Which Person Listed Has Solicited or Intends to Solicit Purch	asers							
	Check "All States" or check individual States)	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,						.IX All S	tates
[A] [I]	AL] [AK] [AZ] [AR] [CA] [CO] [CT] L] [IN] [IA] [KS] [KY] [LA] [ME]	(DE) [MD]	[DC] [MA]	[FL] [MI]	[GA] [MN]	[HI] [MS]	[ID] [MO]		
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[R	RI] [SC] [SD] [TN] [TX] [UT] [VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]		
Fu	ull Name (Last name first, if individual)								,
D.	usiness or Residence Address (Number and Street, City, State, Zip C	ode)							
ы	usiness of restuence routess (routiber and street, erry, state, 21) e								1
N	ame of Associated Broker or Dealer								<u>:</u>
									
	tates in Which Person Listed Has Solicited or Intends to Solicit Purc	hasers							
-	Check "All States" or check individual States)						(115)	[] All:	States
[1] [N	AL] [AK] [AZ] [AR] [CA] [CO] [CT] [L] [IN] [IA] [KS] [KY] [LA] [ME] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [RI] [SC] [SD] [TN] [TX] [UT] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	(ID) (MO) (PA) [PR]		1

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

	C. OFFERING PRICE, NO. OF INVESTORS, EXPENSES AND US	E OF PROCEEDS	
1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the column below the amounts of the securities offered for exchange and already exchanged.		
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	\$0	\$0
	Equity	\$0	\$0
	☐ Common ☐ Preferred	\$0	\$0
	Convertible Securities (including warrants)	\$0	\$0
	Partnership Interests	\$Unlimited	\$262,309,876
	Other (Specify:)		\$0
	Total	\$Unlimited	\$262,309,876
	Answer also in Appendix, Column 3, if filing under ULOE		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		
		Number	Aggregate Dollar
		Investors	Amount of Purchases
	Accredited Investors	300	\$262,309,876
	Non-accredited Investors.		50
	Total (for filing under Rule 504 only)		
	Answer also in Appendix, Column 4, if filing under ULOE		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.		1
	Type of offering	Type of Security	Dollar Amount Sold
	Rule 505		N/A
	Regulation A		N/A
	Rule 504	N/A	N/A
	Total	N/A	N/A
4 a	Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		\$0
	Printing and Engraving Costs	\boxtimes	\$2,000
	Legal Fees	. 🛛	\$5,000
	Accounting Fees.	\boxtimes	\$5,000
	Engineering Fees		20
	Sales Commissions (Specify finder's fees separately) at initial launch date	\boxtimes	\$10,000
	Other Expenses (identify):		S
	Total	\boxtimes	\$22,000

C.	OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS					
ь	Enter the difference between the aggregate offering price given in response to Part C-Question 1 and total expenses furnished in response to Part C-Question 4.a. This difference is the "adjusted gross proceeds to the issuer."	⊠	Unlimited dollar amount			
5.	Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C-Question 4.b. above	Payments to Officers, Directors,				
		& Affiliates	Payments To			
	Salaries and Fees Purchase of real estate Purchase, rental or leasing and installation of machinery and equipment Construction or leasing of plant buildings and facilities Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger	□ \$0 [□ \$0 [Others \$0 \$0 \$0 \$0 \$0 \$0 \$0 \$			
	Repayment of indebtedness	□ \$0 [S0 SUnlimited S0 SUnlimited Signification			
	D. FEDERAL SIGNATURE	<u> </u>				
the wi	the issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this not be following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Expirite request of its staff, the information furnished by the issuer to any non-accredited investor pursuant 12.	cchange Commission, up to paragraph (b)(2) of Ru	on			
E	suer (Print or Type) vergreen Private Investment Funds – Hedged quities, Super Accredited, L.P.	May 13.	2008			
Na	Name of Signer (Print or Type) Anil Kumar Title of Signer (Print or Type) Vice President of Wachovia Alternative Strategies, Inc., General Partner of Evergreen Private Investment Funds – Hedged Equities, Super Accredited, L.P.					
	ATTENTION					
	Intentional misstatements or omissions of fact constitute federal criminal violations. (See	18 U.S.C. 1001.)				
	**************************************	•				

